

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re:	:	
	:	
SHILOH INDUSTRIES, INC.,	:	Chapter 11
<i>et al.</i> ¹	:	
	:	Case No. 20-12024 (LSS)
Debtors.	:	
	:	(Jointly Administered)
	:	
	:	Obj. Deadline: Sept. 18, 2020 at 4:00 p.m. (ET)
	:	Hearing Date: Sept. 25, 2020 at 10:00 a.m. (ET)
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	:	
	X	

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on September 2, 2020, Shiloh Industries, Inc. and its direct and indirect domestic subsidiaries, as debtors and debtors in possession (collectively, the "Debtors" and, together with their non-debtor affiliates, the "Company"), filed the *Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into the Stalking Horse Agreements and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief; and (II)(A) Approving the Sale of the Debtors'*

¹ The Debtors are the following nineteen entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Shiloh Industries, Inc. (7683), Greenfield Die & Manufacturing Corp. (8114), Jefferson Blanking Inc. (7850), Shiloh Automotive, Inc. (1339), Shiloh Corporation (5101), Shiloh Industries, Inc. Dickson Manufacturing Division (5835), Shiloh Holdings International, Inc. (1446), C & H Design Company (9432), Liverpool Coil Processing, Incorporated (0571), Medina Blanking, Inc. (0707), The Sectional Die Company (3562), VCS Properties, LLC (1094), Shiloh Die Cast LLC (5814), Shiloh Manufacturing Holdings LLC (0853), FMS Magnum Holdings LLC (6471), Sectional Stamping, Inc. (8967), Albany-Chicago Company LLC (4687), Shiloh Die Cast Midwest LLC (4114), and Shiloh Manufacturing LLC (1628). The noticing address of each of the Debtors in these chapter 11 cases is 880 Steel Drive, Valley City, Ohio 44280.

Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Motion, the Debtors are seeking entry of two orders. The first, the "**Bidding Procedures Order**", which is attached to the Motion as **Exhibit "A"**, requests that the Court: (A) approve the Bidding Procedures² to be used in connection with one or more Sale Transactions of the Debtors' Assets, (B) authorize the Debtors to enter into the Stalking Horse Agreement and to provide certain bidding protections to the Stalking Horse Bidder in connection therewith; (C) schedule an Auction and Sale Hearing, (D) approve the form and manner of notices of the Bidding Procedures, the Auction and the Sale Hearing; (E) approve the Assumption and Assignment Procedures; (F) approve the form and manner of notice to each Counterparty of (i) the Debtors' calculation of Cure Costs and (ii) certain other information regarding the potential assumption and assignment of Contracts in connection with a Sale Transaction; and (G) grant related relief. The second order, each, a "**Sale Order**", the form of which is attached to the Motion as **Exhibit "B"**, requests that, at the Sale Hearing, and subject to the results of the Auction, the Court: (A) authorize one or more Sale Transactions for the sale of the Assets free and clear of all liens, claims, interests and encumbrances; (B) authorize the assumption and assignment of certain Contracts in connection with an applicable Sale Transaction; and (C) grant related relief.

PLEASE TAKE FURTHER NOTICE that, (i) a hearing to consider entry of the **Bidding Procedures Order only** will be held on **September 25, 2020 at 10:00 a.m. (prevailing**

² Capitalized terms that are used herein and not otherwise defined shall the meanings given to such terms in the Motion.

Eastern Time) before The Honorable Laurie Selber Silverstein, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, and (ii) any responses or objections to the entry of the **Bidding Procedures Order only** must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **September 18, 2020 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that the remaining relief requested in the Motion, including, among other things, entry of one or more Sale Orders and approval of one or more Sales, shall be considered at the Sale Hearing, for which separate notice will be served upon entry of the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE ENTRY OF THE BIDDING PROCEDURES ORDER ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY ENTER SUCH ORDER WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 2, 2020
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

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PROPOSED ATTORNEYS FOR DEBTORS